

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

Electronically Filed

WINSTAR HOLDINGS, LLC and IDT CORP.,

Case No.: 07 CV 4634 (GEL) (AJP)

Plaintiffs,

ECF CASE

- against -

**THE BLACKSTONE GROUP L.P., IMPALA
PARTNERS, LLC, and CITICORP,**

Defendants.

**DECLARATION OF ANDREW C. GOLD
IN OPPOSITION TO PLAINTIFFS' MOTION TO REMAND**

I, ANDREW C. GOLD, hereby declare under 28 U.S.C. § 1746 that the following is true to the best of my knowledge, information and belief:

1. I am a partner at the law firm of Herrick, Feinstein LLP, attorneys for defendant Impala Partners, LLC (“Impala”) and am an attorney licensed to practice law before the Courts of the State of New York and before this Court. I am fully familiar with the matters set forth herein.

2. This declaration is submitted in support of the Defendants’ Joint Memorandum of Law in Opposition to Plaintiffs’ Motion to Remand (the “Opposition”) and specifically to place before this Court certain documents referred to in the Opposition, dated July 31, 2007.¹

3. Attached hereto as Exhibit “1” is a true and correct copy of the Asset Purchase Agreement among IDT Winstar Acquisition, Inc., Winstar Communications, Inc. and certain of its subsidiaries, dated as of December 18, 2001 (*Delaware Bankruptcy Court Case No. 01-1430 (KJC); Docket No. 1629*).

¹ Unless otherwise defined herein, capitalized terms shall have the same meanings subscribed to them in the Opposition.

4. Attached hereto as Exhibit “2” is a true and correct copy of the Delaware Bankruptcy Court Order Authorizing (i) Sale of Certain of the Debtors’ Assets Free and Clear of Liens, Claims Encumbrances and Interests, (ii) Approving Cure Amounts with Respect to Certain Executory Contracts and Unexpired Leases, (iii) Authorizing the Debtors to Enter into and Approving Management Agreement, (iii) Approving Regulatory Transition Process and (v) Granting Related Relief (*Delaware Bankruptcy Court Case No. 01-1430 (KJC); Docket No. 1627*).

5. Attached hereto as Exhibit “3” is a true and correct copy of the indemnification agreement dated July 2, 2001 entered into by and between Winstar and Impala.

6. Attached hereto as Exhibit “4” is a true and correct copy of the indemnification agreement dated July 26, 2001 entered into by and between Winstar and Blackstone.

7. Attached hereto as Exhibit “5” is a true and correct copy of the Judgment in favor of Winstar against Lucent Technologies Inc. (*Delaware Bankruptcy Court Adversary Proceeding No. 01-01063 (KJC); Docket No. 373*).

8. Attached hereto as Exhibit “6” is a true and correct copy of the Memorandum Opinion as well as a true and correct copy of the Final Order of the United States District Court for the District of Delaware in favor of Winstar against Lucent Technologies Inc. (*Delaware Bankruptcy Court Adversary Proceeding No. 01-01063 (KJC); Docket Nos. 400 & 401 respectively*).

9. Attached hereto as Exhibit “7” is a true and correct copy of the Order (i) Fixing August 30, 2002 as the Last Date for the Filing of Proofs of Claim for Administrative Costs and Expenses that Arose, Accrued, or Otherwise Became Due and Payable on and Between April 18, 2001 and January 24, 2002 and (ii) Specifying the Form and Manner of Notice Thereof (*Delaware Bankruptcy Court Case No. 01-1430 (KJC); Docket No. 2631*).

10. Attached hereto as Exhibit “8” is a true and correct copy of the letter dated June 1, 2007 from Impala to the Winstar Trustee notifying her of the Action and of Impala’s intention to seek indemnification from the Debtor for all expenses connected to the Action pursuant to its indemnification agreement; and a true and correct copy of the letter dated June 4, 2007 from Blackstone to the Winstar Trustee notifying her of the Action and of Blackstone’s intention to seek indemnification from the Debtor for all expenses connected to the Action pursuant to its indemnification agreement.

11. Attached hereto as Exhibit “9” is a true and correct copy of the Delaware Bankruptcy Court transcript dated December 17, 2001 of the hearing on the sale of the Debtor’s assets (*Delaware Bankruptcy Court Case No. 01-1430 (KJC); Docket No. 1850*).

I declare under penalty of perjury that the following is true and correct. Executed at New York, New York on July 31, 2007.

/s/ Andrew C. Gold
Andrew C. Gold